

June 25, 2004

**ELECTRONICALLY FILED**

Marlene H. Dortch  
Secretary of the Commission  
Federal Communications Commission  
445 12<sup>th</sup> Street, S.W.  
Washington, DC 20554

Re: *WC Docket No. 04-230: Domestic Section 214 Transfer Application of  
Subsidiaries of TelCove, Inc. and of Adelphia Communications  
Corporation*

Dear Ms. Dortch:

This letter is submitted on behalf of TelCove, Inc. ("TelCove") to supplement the application dated May 14, 2004, in the above-referenced proceeding. The joint applicants initially requested Commission authorization to transfer the CLEC customer base in Buffalo, New York, from ACC Telecommunications, LLC to TelCove Atlantic, Inc. and the CLEC customer bases in Richmond, Charlottesville, and Shenandoah Valley, Virginia, from ACC Telecommunications of Virginia, LLC to TelCove of Virginia, LLC. Although the CLEC customer bases in Virginia will still be transferred to TelCove of Virginia, LLC, TelCove has determined that the customer base in Buffalo, New York, will be transferred to TelCove Operations, Inc., rather than TelCove Atlantic, Inc. TelCove Operations, Inc. (like TelCove Atlantic, Inc.) is a direct wholly-owned subsidiary of TelCove, Inc., as depicted in the diagram attached to this letter.

In response to an informal inquiry from the FCC staff, TelCove provides the following supplemental information regarding its ownership:

Investment funds managed by Bay Harbour Management, LC, ("Bay Harbour") held the largest share of the secured notes as part of TelCove's plan of reorganization filed under Chapter 11 of the United States Bankruptcy Code in the United States Bankruptcy Court for the Southern District of New York. Representatives of Bay Harbour were elected by the secured note holders committee to four of seven seats on the TelCove Board of Directors. Moreover, Bay Harbour manages, but does not own, several investment funds that cumulatively own 50.16 percent of TelCove. Accordingly, Bay Harbour may be deemed to exercise "control" over TelCove, as control is broadly defined under 47 C.F.R. § 63.09(b). Neither Bay Harbour nor any of the

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investment funds it manages currently own 10 percent or more of the equity in any other telecommunications carrier.

Goldman Sachs owns 15 percent (to the nearest one percent) of TelCove. Although research indicates that Goldman Sachs apparently has or has had attributable ownership interests (10 percent or more) in several wireless and other telecommunications carriers including incumbent local exchange carriers, TelCove is not aware that Goldman Sachs has an attributable interest in any incumbent local exchange carrier that operates in the markets that are subject to this application (Buffalo, NY; Richmond, Charlottesville, and Shenandoah Valley, VA). TelCove submits, therefore, that the joint application is eligible for streamlined processing pursuant to Section 63.03(b)(2)(ii) of the Commission's rules.

The following chart lists the names, address, and percentages of ownership of all entities that directly or indirectly own 10 percent or more of the TelCove subsidiaries that are directly affected by the pending domestic Section 214 application: TelCove of Virginia, LLC ("TelCove-VA") and TelCove Operations, Inc. ("TelCove Operations").

	<b>Name &amp; Address</b>	<b>Citizenship</b>	<b>Percentage Owned</b>	<b>Principal Business</b>
(a)	TelCove Operations, Inc. ("TelCove Operations") 121 Champion Way Canonsburg, PA 15317 (724) 743-9888	Delaware	Owens 100% of TelCove VA.	Telecommunications
(b)	TelCove, Inc. ("TelCove") 121 Champion Way Canonsburg, PA 15317 (724) 743-9888	Delaware	Owens 100% of TelCove Operations and indirectly owns 100% of TelCove- VA.	Telecommunications
(c)	Bay Harbour Partners, Ltd. c/o Bay Harbour Management, LC 10124 Foxhurst Court Orlando, FL 32836	Cayman Islands	Owens 18% of TelCove and, thus, indirectly owns 18% of TelCove Operations and TelCove-VA.	Investment
(d)	Bay Harbour 90-1, Ltd. c/o Bay Harbour Management, LC 10124 Foxhurst Court Orlando, FL 32836	United States	Owens 16% of TelCove and, thus, indirectly owns 16% of TelCove Operations and TelCove-VA.	Investment

WILKINSON ) BARKER ) KNAUER ) LLP

Marlene H. Dortch

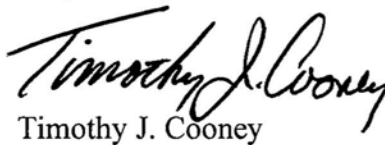
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(e)	Goldman Sachs 85 Broad Street New York, New York 10004	United States	Owns 15% of TelCove and, thus, indirectly owns 15% of TelCove Operations and TelCove-VA.	Investment
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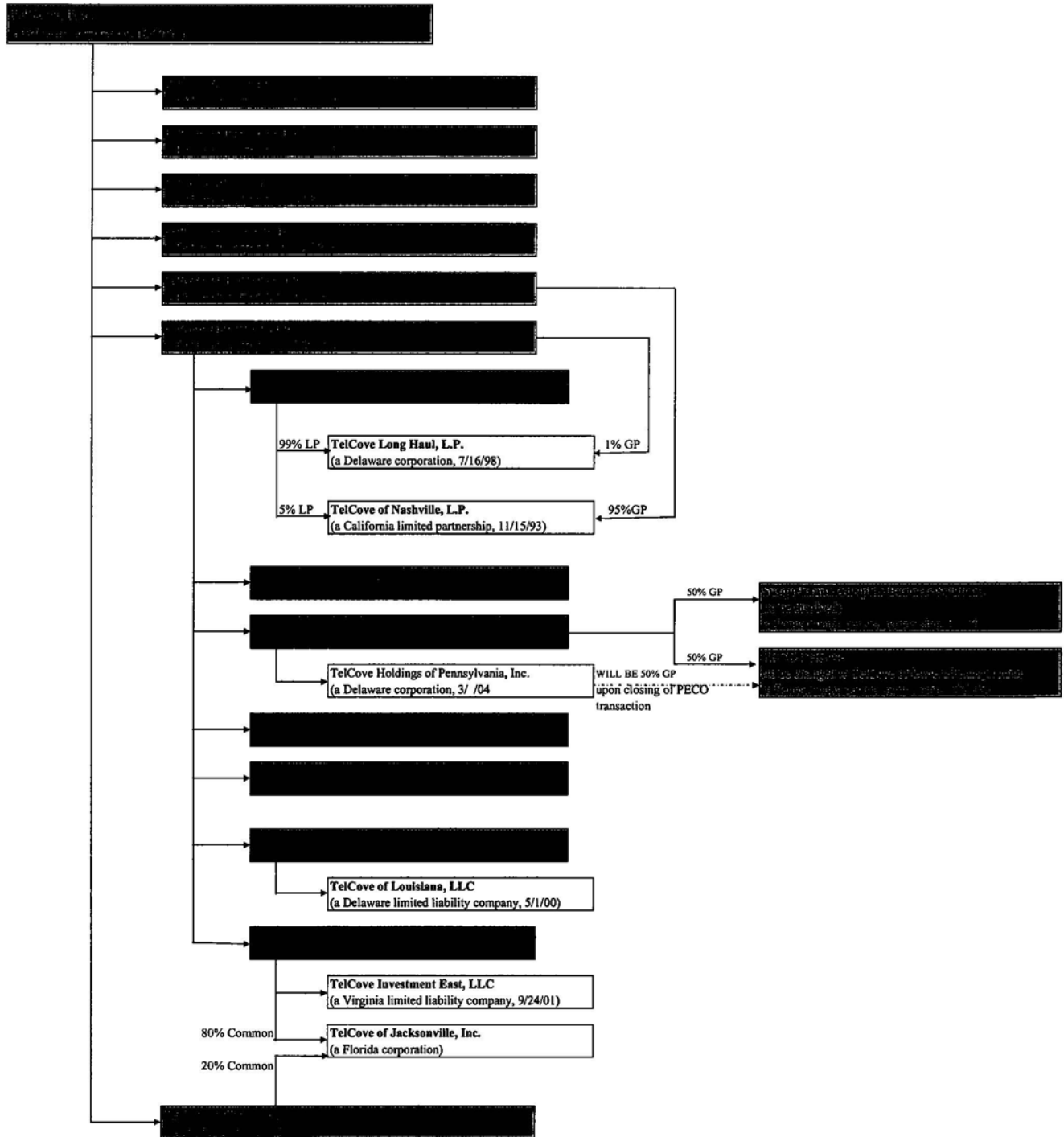
Please contact the undersigned if you have any questions.

Respectfully submitted,

  
Timothy J. Cooney

cc: Julie Veach  
David Krech  
Cara Grayer

# TelCove Corporate Organization Chart as of April 7, 2004



Unless otherwise indicated, all subsidiary corporations and limited liability companies are owned 100%

Parent  
 1st Tier subsidiaries  
 2nd Tier subsidiaries  
 3rd Tier subsidiaries  
 Partnerships less than 51% owned